

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., et al.,

Debtors.<sup>1</sup>

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**ORDER EXPUNGING AND DISALLOWING CERTAIN AMENDED AND  
SUPERSEDED CLAIMS (OMNIBUS OBJECTION NO. 12)**

This matter coming before the Court on the *Omnibus Objection of Post-Effective Date Debtors Seeking to Expunge and Disallow Certain Amended and Superseded Claims (Omnibus Objection No. 12)* (the “Objection”),<sup>2</sup> the Court having reviewed the Objection and the Declaration of Patricia Jeffries attached thereto as Exhibit 2 (the “Declaration”) and having heard the statements of counsel regarding the relief requested in the Objection at a hearing before the Court (the “Hearing”), the Court finds that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) notice of the Objection and the Hearing was sufficient under the circumstances and in full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and orders of this Court, and (d) the legal and factual bases set forth in the Objection, the Declaration and at the Hearing establish just cause for the relief granted herein,

**IT IS HEREBY ORDERED THAT:**

1. The Objection is SUSTAINED in its entirety.

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<sup>1</sup> The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364), Mesa Airlines, Inc. (4800), MPD, Inc. (7849), Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchii, Inc. (5531); and Patar, Inc. (1653).

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

2. Each of the claims identified as a “Claim To Be Expunged” on Exhibit A hereto is disallowed and expunged in its entirety, pursuant to section 502 of the Bankruptcy Code.

3. Each of the claims identified as a “Surviving Claim” on Exhibit A is unaffected by the relief granted herein. The Post-Effective Date Debtors retain their rights to object to the Surviving Claims on any and all available grounds.

4. The Post-Effective Date Debtors and the claims and noticing agent in these chapter 11 cases, Epiq Bankruptcy Solutions, LLC, as well as the Clerk of this Court are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

5. Nothing in this Order shall be construed as or in any way constitute a waiver of the Post-Effective Date Debtors’ right to assert any objections to any claims or proofs of claim, including those identified on Exhibit A, on any additional ground whatsoever, and all such rights are reserved and preserved.

6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Dated: September 28, 2011  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge

**EXHIBIT A**

Claimant Name and Address	Claim To Be Expunged	Amount of Claim To Be Expunged	Surviving Claim	Alleged Amount of Surviving Claim	Surviving Claimant Name and Address
ARMORY MASTER FUND LTD TRANSFEROR: FOKKER SERVICES, INC. C/O SEAPORT GROUP LLC-SCOTT FRIEDBERG 360 MADISON AVENUE 22ND FLOOR NEW YORK, NY 10017	739	\$4,191,154.69	1604	\$4,191,154.69	ARMORY MASTER FUND LTD TRANSFEROR: FOKKER SERVICES, INC. C/O SEAPORT GROUP LLC-SCOTT FRIEDBERG 360 MADISON AVENUE 22ND FLOOR NEW YORK, NY 10017
CITY OF EL PASO DAVID G. AELVOET LINEBARGER GOGGAN BLAIR & SAMPSON, LLP 711 NAVARRO, SUITE 300 SAN ANTONIO, TX 78205	31	\$6,467.12	1500	\$28,429.87	CITY OF EL PASO DAVID G. AELVOET LINEBARGER GOGGAN BLAIR & SAMPSON, LLP 711 NAVARRO, SUITE 300 SAN ANTONIO, TX 78205
CITY OF MEMPHIS (TN) ELIZABETH WELLER LINEBARGER GOGGANBLAIR & SAMPSON, LLP 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201	35	\$238,508.43	1492	\$154,733.31	CITY OF MEMPHIS (TN) ELIZABETH WELLER LINEBARGER GOGGANBLAIR & SAMPSON, LLP 2323 BRYAN STREET SUITE 1600 DALLAS, TX 75201
CLARKE COUNTY TAX COMMISSIONER P.O. BOX 1768 ATHENS, GA 30603	1317	\$23,838.12	1678	\$24,053.40	CLARKE COUNTY TAX COMMISSIONER P.O. BOX 1768 ATHENS, GA 30603
FEDERAL AVIATION ADMINISTRATION ATTN: ANNJENET CHENNAULT, ASW-7E4 2601 MEACHAM BLVD. FORT WORTH, TX 76137	1370	\$424,998.00	1505	\$194,998.00	FEDERAL AVIATION ADMINISTRATION ATTN: ANNJENET CHENNAULT 2601 MEACHAM BLVD. FORT WORTH, TX 76137
FEDERAL AVIATION ADMINISTRATION ATTN: ANNJENET CHENNAULT, ASW-7E4 2601 MEACHAM BLVD. FORT WORTH, TX 76137	1371	\$2,274,999.00	1506	\$1,903,499.00	FEDERAL AVIATION ADMINISTRATION ATTN: ANNJENET CHENNAULT 2601 MEACHAM BLVD. FORT WORTH, TX 76137
GENERAL ELECTRIC CAPITAL CORP 1010 THOMAS EDISON BLVD SW CEDAR RAPIDS, IA 52404	164	\$4,509.60	1601	\$1,250.04	NMHG FINANCIAL SERVICES GE CAPITAL 1010 THOMAS EDISON BLVD SW CEDAR RAPIDS, IA 52404
GOODRICH CORPORATION ATTN: BETH E. HANSEN, ESQ. FOUR COILSEUM CENTRE 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217-4578	1448	\$376,541.47	1661	\$3,781,803.29	GOODRICH CORPORATION ATTN: BETH E. HANSEN, ESQ. FOUR COILSEUM CENTRE 2730 WEST TYVOLA ROAD CHARLOTTE, NC 28217-4578
HARRIS COUNTY, ET AL JOHN P. DILLMAN LINEBARGER GOGGAN BLAIR & SAMPSON, LLP P.O. BOX 3064 HOUSTON, TX 77253-3064	58	\$2,014.36	1502	\$915.62	HARRIS COUNTY, ET AL JOHN P. DILLMAN LINEBARGER GOGGAN BLAIR & SAMPSON, LLP P.O. BOX 3064 HOUSTON, TX 77253-3064
OKLAHOMA COUNTY TREASURER ATTN: FORREST BUTCH FREEMAN 320 ROBERT S. KERR, RM 307 OKLAHOMA CITY, OK 73102	178	\$295,930.30	1501	\$238,391.68	OKLAHOMA COUNTY TREASURER ATTN: FORREST BUTCH FREEMAN 320 ROBERT S. KERR, RM 307 OKLAHOMA CITY, OK 73102
STATE OF HAWAII DEPARTMENT OF TAXATION ATTN: BANKRUPTCY UNIT (EL) PO BOX 259 HONOLULU, HI 96809	1412	\$672,357.92	1679	\$119,698.85	STATE OF HAWAII DEPARTMENT OF TAXATION ATTN: BANKRUPTCY UNIT (FC) PO BOX 259 HONOLULU, HI 96809
TENNESSEE DEPARTMENT OF REVENUE C/O ATTORNEY GENERAL P.O. BOX 20207 NASHVILLE, TN 37202-0207	106	\$125,500.00	1643	\$13,673.49	TENNESSEE DEPARTMENT OF REVENUE C/O ATTORNEY GENERAL P.O. BOX 20207 NASHVILLE, TN 37202-0207
TENNESSEE DEPARTMENT OF REVENUE C/O ATTORNEY GENERAL P.O. BOX 20207 NASHVILLE, TN 37202-0207	107	\$34,750.00	1641	\$7,307.98	TENNESSEE DEPARTMENT OF REVENUE C/O ATTORNEY GENERAL P.O. BOX 20207 NASHVILLE, TN 37202-0207
U.S. BANK NATIONAL ASSOCIATION, AS LOAN TRUSTEE., CORPORATE TRUST SERVICES ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL ST., 3RD FLOOR BOSTON, MA 02110	1387	\$1,500,000.00	1447	\$1,485,584.14	U.S. BANK NATIONAL ASSOCIATION, AS LOAN TRUSTEE., CORPORATE TRUST SERVICES ATTN: ROBERT C. BUTZIER, VICE PRESIDENT ONE FEDERAL ST., 3RD FLOOR BOSTON, MA 02110